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SOUTHERN CREEK PROPERTY OWNERS ASSOCIATION OF NASSAU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN CREEK PROPERTY OWNERS ASSOCIATION
OF NASSAU COUNTY, INC.
A CORPORATION NOT-FOR-PROFIT**

We, the undersigned, being desirous of forming a corporation not for profit, under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be: SOUTHERN CREEK PROPERTY OWNERS ASSOCIATION OF NASSAU COUNTY, INC. (hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of SOUTHERN CREEK, a residential development (hereinafter "the Development") to be established upon that certain real property in Nassau County, Florida, as described in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for SOUTHERN CREEK, which shall be recorded in the current public records, NASSAU County, Florida, and to operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements and applicable rules of the St. Johns River Water Management District Permit No. 40-089-95478-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. HOLLAND-ZELL PARTNERSHIP, LLP is the developer (the "Developer") of the Development.

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residence lots and Common Areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration.

ARTICLE III. POWERS

The Association shall have the following powers:

3.1 All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length.

Thomas D. Pointner, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, FL 32204
Florida Bar No.: 0427004

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3.2 All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

(a) Make and establish reasonable rules and regulations governing the use of the Lots, Common Area and Maintenance Area, as such terms are defined in the Declaration, and to establish in such rules and regulations the imposition of fines and charges and the methodology for announcing and enforcing such fines and charges against Members who willfully violate the provisions of the Declaration and the rules and regulations of the Association from time to time in effect.

(b) Own, hold, improve, build upon, maintain, operate, lease, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association.

(c) To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.

(d) Tax, levy, collect and enforce payment by all lawful means all charges or assessments against Members of the Association and their Lots to defray the Common Expenses of the Development, as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Common Area, the Maintenance Area and other property owned by the Association, which may be necessary or convenient in the operation and management of the Development and in accomplishing the purposes set forth in the Declaration; and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association, and to pay the cost of maintenance and operation of the Stormwater Management System (including work performed in the retention areas, drainage structures and drainage easements).

(e) Maintain, repair, replace, operate and manage the Common Area, Maintenance Area, including without limitation, the Stormwater Management System serving the Development (including but not limited to, retention areas, drainage structures and drainage easements) and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Maintenance Area and other property owned by the Association.

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(f) Contract for the management of the Development, the Common Area, the Maintenance Area and other property owned by the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws.

(g) Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing the use of the Development, which may hereafter be established.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership shall be as follows:

4.1 The Owners (as defined in the Declaration and the Bylaws) of all Lots in the Development shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

4.2 A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot.

4.3 Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

4.4 If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot, or the Lot is owned by more than one person, the Lot Owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration.

4.5 Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws hereof.

ARTICLE V. VOTING

5.1 There shall be two classes of voting membership which classes are more fully defined in the Declaration and the Bylaws.

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5.2 On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each "Developed Lot" in the Development. Such vote may be exercised or cast by the Owner or Owners in such manner as may be provided in the Bylaws of this Association. Should any Member own more than one Lot, each Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the Bylaws. Notwithstanding the foregoing, the Developer shall have the right to cast the number of votes allocated to it in the Declaration and Bylaws for so long as it owns any "Undeveloped Lots" as defined in the Declaration and Bylaws or until its right to such votes terminates as provided in the Declaration.

5.3 Until the recordation of Declaration in the public records of Nassau County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of who shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI. TERM OF EXISTENCE

Existence of this Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

ARTICLE VII. OFFICE

The principal office of the Association shall be 13681 Sand Ridge Road, Palm Beach Gardens, Florida 33418, or such other place as the Board of Directors may designate. The address of the registered office and the name of the initial Registered Agent are: Thomas D. Pointner, Esquire, Purcell, Flanagan & Hay, P.A., 1548 Lancaster Terrace, Jacksonville, Florida 32204.

ARTICLE VIII. BOARD OF DIRECTORS

8.1 The business affairs of this Association shall be managed by the Board of Directors. The number of Members of the first Board of Directors shall be three.

8.2 Subject to the Declaration, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the Bylaws; provided, however, that the Developer shall have the right to elect all of the Directors on the Board subject to the following:

(a) Lot Owners other than the Developer shall be entitled to elect a majority of the Members of the Board of Directors when a Transfer Event has occurred as described in the Declaration the Developer has conveyed one hundred percent (100%) of the Lots or at such earlier time as the Developer may elect to voluntarily relinquish control of the Board of Directors, at Developer's sole option.

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(b) The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

Director	Address
Donald Zell	8604 San Servera Drive West Jacksonville, Florida 32217
Anne Z. Schooley	13681 Sand Ridge Road Palm Beach Gardens, Florida 33418
David Zell	2746 Foster Ridge Road, N.E. Atlanta, Georgia 30345

ARTICLE IX. OFFICERS

9.1 The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directors of the Board of Directors.

9.2 Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Development and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

9.3 The persons who are to serve as officers of the Association until their successors are chosen are:

Officer	Name
President	Donald Zell
Vice President	David Zell
Secretary/Treasurer	Anne Z. Schooley

9.4 The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

9.5 The president shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however,

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that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by same person. Officers shall be elected annually.

ARTICLE X. BYLAWS

10.1 The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

10.2 The Bylaws may be amended in accordance with the procedures set forth in the Bylaws.

ARTICLE XI. AMENDMENT OF ARTICLES

11.1 These Articles of Incorporation may be amended as follows:

(a) Amendments shall be proposed by a majority of the Board of Directors.

(b) The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such time as there is no Class B Members, the amendment or amendments proposed must be approved by an affirmative vote of at least two-thirds (2/3) of the Class A Members in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Nassau County, Florida.

ARTICLE XII. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or

malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director of officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIV. RULES OF THE ST. JOHNS RIVER WATER MANAGEMENT DISTRICT

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity, which would comply with Section 40C-42.027 Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV. SUBSCRIBER OR INCORPORATOR

The names and address of the subscriber or incorporator to these Articles is:

Thomas D. Pointner, Esq.
1548 Lancaster Terrace
Jacksonville, FL 32204

ARTICLE XVI. DISSOLUTION

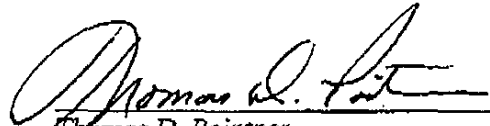
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

ARTICLE XVII. ANNEXATION

Annexation of additional properties, mergers, and consolidations, mortgaging of Common Area, if any, dissolution and amendment of the Articles, requires prior approval of the Veterans Administration, Federal Housing Administration, or Federal National Mortgage Association, so as long as there is a Class B membership.

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IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation the 11th day of August, 2006.


Thomas D. Pointner

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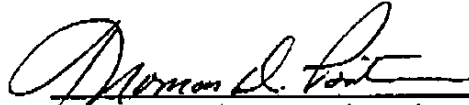
CERTIFICATE NAMING AGENT UPON WHOM DUE PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SOUTHERN CREEK PROPERTY OWNERS ASSOCIATION OF NASSAU COUNTY, INC.**, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named Thomas D. Pointner, Esquire, of Purcell, Flanagan & Hay, P.A., 1548 Lancaster Terrace, Jacksonville, Florida 32204, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for above state and corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.

Dated this 11th day of August, 2006.



Thomas D. Pointner, Registered Agent

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